



ACN 007 988 767

Phone: +61 8 8234 2660

Fax: +61 8 8234 6268

Fax: +61 8 8234 6268 Address: 8 Dalgleish Street Thebarton South Australia 5031

www.bresagen.com

FACSIMILE TRANSMISSION

TO:

The Office of International Corporate Finance

COMPANY:

SEC

FAX NUMBER:

0011 1 202 772 9207

FROM:

Trudy Fenton

DATE:

Wednesday, 16 August 2006

SUBJECT:

ASX Manouncement

PAGES (inc. cover)

14

SUPPL

In accordance with our obligation as a 12g3-2(b) filer, number 82-5135, to file home country announcements, please find the following announcements which were released by the Australian Stock Exchange –

- 1. Form 604 Notice of change of interests of substantial holder <u>CBio Limited</u>, dated 14 August, 2006.
- 2. Form 603 Notice of initial substantial holder <u>Hospira Holdings (SA) Pty Ltd</u>, dated 14 August, 2006.

Yours sincerely Irene Thompson

for

Trudy Fenton

Corporate Administrator

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AUG 1 8 2006

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If there are any problems with this transmission, call 08 8234 2660

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Form 604

Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme

Bresagen Ltd

ACN/ARSN

ACN 0 👸 988 767

1. Details of substantial holder (1)

Name

CBio Lamited

ACN/ARSN (If applicable)

ACN 094 730 417

There was a change in the Interests of the

substantial holder on

11/08/2006

The previous notice was given to the company on

18/07/2005

The previous notice was dated

18/07/2005

2. Previous and present voting power

The total number of votes attached to all this voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous notice | Previous notice | | |
|-------------------------|-----------------|------------------|----------------|------------------|
| | erson's votes | Voting power (5) | Person's votes | Voting power (5) |
| Ordinary shares | 55,472,994 | 39.9% | 25,575,704 | 17.07% |
| | | | | |
| | · · · | i . | | |

3. Changes in relevant Interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|--|----------------------|---|---|----------------------------|
| 11/08/06 | CBio Ltd | sale of sahres | 14 cents per share | ord 29,897,290 | 29,897,290 |
| | | <u> </u> | | | |
| | | 4 | | | |
| | | - Cg | | | · |

4. Present relevant Interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Ċ.

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder | Nature of relevant interest (6) | Class and number of securities | Person's votes |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|
| CBio Ltd | CBio Ltd | CBio Ltd | Direct interest | Ord 25,575,704 | 25,575,704 |
| | | ý. | | | |
| | | · · | | | |

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (If applicable) | Nature of association |
|-----------------------------------|-----------------------|
| | 5 5 6 |
| | rd Rg |

6. Addresses

The addresses of persons named in this form are as follows:

4795

Signature

| print name | Bryan Duliunty | capacity | Company Secretary | |
|------------|----------------|----------|-------------------|--|
| sign here | 6 | date | 14/08/2006 | |

DIRECTIONS

- (1) If there are a number of substantial harders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexura to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.

ek.

- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the local votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant Interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement cartifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (Indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001,

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Form 603

Corporations Act 2001 Section 6718

Natice of initial substantial holder

| Company Name/Scheme Brossocial Initiated NIARSN 007 588 157 Details of substantial holder (1) | | 4 | | | | |
|--|---|---|--|-------------|--------------------------|---------------------------------------|
| Dotatile of substantial holder (1) No ARSN (if applicable) 121 147 017 No ARSN (if applicable) 121 147 017 Propries Holdings (S.A.) Fry Ltd (Hospire) and Hospire, Inc. and subgidiaries Included to voting abover Included to votes attached to all the voting shares in the company or voting interests in the scheme linet this substantial holder or an assisted a relevant interest (3) in on the date (in vito stantial holder became a substantial holder are as follows: Class of accounties (4) Number of securities Codingry (Ora) 29.557.250 Paulis of relevant interest the autostantial holder or an apsociate had in the following voting ecounties on the date the substantial holder are as follows: Holder of the relevant interest the autostantial holder or an apsociate had in the following voting ecounties on the date the substantial holder are as follows: Holder of relevant interest the autostantial holder or an apsociate had in the following voting ecounties on the date the substantial holder are as follows: Holder of relevant interest the autostantial holder or an apsociate had in the following voting ecounties on the date the substantial holder are as follows: Holder of relevant interest the autostantial holder or an apsociate had in the following voting ecounties on the date the substantial holder are as follows: Holder of relevant interest interest or follows: Holder of relevant interest interest interest or in paragraph 3 above are as follows: No Accounties of purposes named in paragraph 3 above are associates of the substantial holder are as follows: Name Name Addresses Name Addresses | | | | | | |
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| consideration consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substitute of the control of the | interest | Securines CBio Limited | registered as holder (8) | <u>_</u> | securitles | |
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| associates associates associates of the substitutial holder are as follows: Name and ACN/ARSN (it applicable) Nature of association N/A N/A Nature of association N/A Nature of association N/A Nature of association N/A Nature of association N/A Nature of association N/A Nature of association N/A N/A Nature of association N/A | Hospira | | \$4,185,620,00 | | 19 897,290 Ord | |
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| ddrusses addresses of persons named in this form are as follows: Name Refer Annexure A | | (applicable) | Nature of association | | | |
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| | 4287-VPSYDDM/S\ | .16 | | | | |
| | | | | | | |

Signature

print name Mark Baker 🎉

sign here

Capacity Director

DIRECTIONS

- (1) If there are a number of substantial holdes with similar or related relevant interests (ag. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are assentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly sat out in paragraph 7 of the form
- (2) See the definition of "associate" in Section 9 of the Corporations Act 2001
- (3) See the definition of "relevant interest" in sociations 608 and 8718(7) of the Corporations A
- (4) The voting chares of a company constitute this class divided into separate classes.
- (5) The lotal number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an essociate has a relevant interest in.
- (6) The person's votes divided by the lotal votes in the body corporate or scheme multiplied by 100
- (7) Include details of
 - (a) any relevant agreement or other elements are supported by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant ogreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a posson to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the equinities to which the relevant ligarest relates (Indicating clearly the particular securities to which the qualification applies)

See the definition of "relevant agreement" if section 9 of the Corporations Act 2001

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- (8) If the substantial holder is unable to determing the identity of the pention (eg. If the relevant interest arises because of an option) write "unknown".
- (9) Dirists of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquirition. Details must be included even if the benefit is conditional on the happening or not of a continuency. Details must be ligituded of any benefit paid on behalf of the substantial holder or its associate in relation to the acquiritions, even if they are not paid directly to the person from whom the relevant interest was acquired.

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ANNEXURE A

HOSPIRA HOLDINGS (S.A.) PTY LTD

ACN 121 147 019

THIS IS ANNEXURE A OF 1 PAGÉ REFERRED TO IN FORM 603 NOTICE OF INITIAL SUBSTANTIAL HOLDER.

| } | |
|---------------------------------|--------------------------------------|
| NAME | ADDRESS |
| HOSPIRA HOLDINGS (S.A.) PTY LTD | LEVEL 27, AMP CENTRE, BRIDGE STREET. |
| | SYDNEY, NSW 2000 |
| HOSPIRA INC AND SUBSIDIARIES | 275N, FIELD DR. |
| <u>.</u> | DEPT. NLEG, BI.DG. H-1/4S |
| | LAKE FOREST. IL 60045-2579 |
| CBIO LIMITED | BRISBANE TECHNOLOGY PARK, 85 BRANDI. |
| | STREET, EIGHT MILE PLAINS, QLD 4113 |

444287-v2Y00DMW

Share Purchase Agreement

Hospira Holdings (§ A.) Pty Ltd

CBio Limited

BAKER & MS KENZIF.
Solicion
Level 27, AMP Centre
30 Integra Street
37 DNEW MSW 2000
Tet: (021722-0220)
Fast: (23) 2022-1535
Ennul: eddy poldamith@bakemet com

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| Clause | A. C. | |
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| a | Representations and warranties | Ş |
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Share Purchase Agreemers Execution Counterpart

post Ele

85 Brandl Screet Eight Mile Plains QLD 4113

Attention Stephen Streter Facsimile No: 07 3841 8189

with a copy to:

Bryan Delhunty

Facsimile No: 02 9440 5688

(h) If to Hospita:

Hospira, Inc. 275 N. Field Dr. Dept. N1960, Bldg. H-1/4S Lake Forest, IL 60045-2579

Attention: Erin Quinlan Kraft Facsimile No: + (224) 212-3362

with a copy to:

Baker & McKenzie Level 27, AMP Centre 50 Bridge Street Sydney NSW 2000 Australia

Attention Bon McLaughlin Facsimile No:+612-9225-1595

or to such other address or person as the particular party may specify by notice in writing to the others. All nodces or communications will be deemed to have been duly given or made:

- (c) three (3) days after being deposited in the stall with postage prepaid, or if sent to or from a piace outside Australia, when received;
- (d) when delivered by hand;
- (a) If sent by Yacsimile transmission, on the day of transmission, except that if sent after close of princes then on the next business day.

Counterparts

6.5 This Agreement may be executed in two or more counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument.

Governing law

6.6 This Agreement is governed and construed with reference to the laws of New South Wales, Australia and the parties submit to the jurisdiction of the courts of New South Wales.

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Share Purchase Agraemant Execution Countarpant

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Date

11 Anorth

2006

Parties

Hospies Holdings (S.A.) Pty Ltd (ACN 121 147 019) mill evel 27, AMP Central 50 Bridge Street, Sydney NSW 2000 (Hospira)

CBlo Limited (ABN 76 094-730-417) at Brisbane Technology Park', 85 Brendt Street Blight Mile Plains, QLD 4115 (CBio)

Recitals

CBto agrees to sell and anspire agrees to purchase the Sale Shares under the following terms and conditions (Transaction).

Operative provisions

1 Definitions and Interpretations

Definitions

1.1 Unless the contest otherwise requires:

Company ment Bross Gen Limited, ABN 60 007 988 767.

Completion means completion of the sale and purchase of the Sale Shares under this Agreement.

Completion Date means 11 August 2005, or any other date the parties agree in writing.

Dollar and 8 migans the mirroncy of the Commonwealth of Australia.

Sale Shares means 29,897,200 ordinary shares in the Company to be acquired by Hospira, together with all rights attaching to those shares as at Completion

Share Purcho & Price mems A\$4,185,520.60.

Third Party Indirects means an interest in an asset which provides security for, or protects against default by, a person for the payment or satisfaction of a debt, obligation or habitity including a mortgage, charge, bill of sale, pledge, deposit, lieu, encambrance, hypothecation, or arrungement for the tetention of title, lease, licence, option, voting arrangement, easement, covenant, notation, restriction, interest under any agreement, interest under any trust, or other right, equity, entitiement or other interest of any nature held by a third party.

Interpretation

- 1.2 In this Agreement, unless the context otherwise requires:
 - (a) a reference to time is to Sydney time; and

CHAIN MEADUNISHM

Share Purchase Agreement Execution Counterpert

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(b) this Agragman must not be construed adversely to a party solely because that party was responsible for preparing it.

2 Sale and purchase

Chio agrees to sell and Hospita agrees to purchase the Sale Shares, free from all Third Party Interests, for the Share Purchase Price and in accordance with this Agreement.

3 Completion

Time and place of Completion

3.1 Completion musticke place at Baker & McKennie, Sydney at 10am on the Completion Date, or at such other glace as the parties may agree.

Obligations of Hospira on Completion

3.2 On Completion Hospira must pay the Share Purchase Price to CBio, provided that CBio has complied with classe 3.3.

Obligation of CBio on Completion

3.3 At Completion Chio must deliver to Hospita a transfer of the Sale Shares in the form set out in Annexure 1 dilly executed by the registered holder in favour of Hospita or its nomined together with shareholder reference number for the Sale Shares.

Exercise of rights of registered shareholder

- 3.4 From Completion, until the Sale Shares are registered in the name of Hospira, or Hospira's nonlinee, CBio;
 - (a) irrevocably appoints Hospira's nominee as sole proxy for CBio to attend members' meetings and exercise the votes attached to the Sale Shares;
 - (b) must nohexercise the rights to vote the Sale Shares at those meetings; and
 - (c) must take all other actions in the capacity of registered holder of the Sale Shares as Hospital reasonably directs

4 Representations and warranties

CBio represents and warrants to Hospira that as at the date of this Agreement, and up to and including Completion:

- (ii) Chio is the legal and beneficial owner of the Sale Shares free from all Third Party Interests; and
- (b) so third party approval fineletting but not limited to the approval of its shureholders) is required for CBio to enter into and to complete this Agreement.

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5 Confidentiality and announcements

Provisions to remain confidential

5.1 Subject to clause \$2 no party may, without the prior written consent of the other party, disclose the control or effect of this Agreement nor any related communication between the parties or between a party's advisors and the other party.

Permitted disclosures

- 5.2 A purty may make disclosures:
 - (a) 25 required by law; and
 - (b) to those of its employees, officers, professional or financial advisors and bankers as the party flasonably thinks necessary to give effect to this Agreement but only on a strictly conflidential basis.

Acknowledgement and warranty

5.3 Each party acknowledges and represents and warrants to the other that it will not us at the date of this Agreement be obliged to make an announcement to any stock exchange or other public announcement by geoson of having entered into this Agreement.

6 General

Due authority

6.1 Each party undertikes and agrees with each other that it has all requisite corporate powers and authorities and has obtained all requisite approvals and consents to enter into and perform us obligations under this Agreement and any other agreement to be executed by the relevant party called for or contemplated by the terms of this Agreement.

Entire agreement

6.2 This Agreement Agreement the entire agreement between the parties in relation to the subject matter of this Agreement and supercedes any previous agreement whether written or oral involution to the subject matter of this Agreement.

Waiver

No waiver by any outry of any default in the smict and literal performance of or compliance with any provision, condition or requirements contained in this Agreement will be deemed to be a waiver of strict and literal performance of or compliance with any other provision, condition or requirement.

Notices

- 6.4 All notices and objec communications provided for or permitted under this Agreement must be sent by propaid past, hand delivery, or facsimile transmission as follows:
 - (a) if to CBin:

CBio I united Brisbane Technology Park

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CONTRACTOR AND CONTRACTOR

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Partial Invalidity

of II any part of any provision of this Agreement is to any extent invalid or unenforceable that will not affect the validity or enforceability of the remainder of such provision or of any other provision of this Agreement

Variation

6.8. A variation of any term of this Agreement must be in writing and signed by the parties

Further assurances

6.9 Each party/must do all things necessary to give full effect to this Agreement and the unneartings contemplated by this Agreement

Costs

6.10 Each party must pay its own costs in respect of this Agreement and the documents contempting doty this Agreement except that Hospita must pay all stamp duty payable on this Agreement and the transfer of the Sale Shares.

Execution

Executed as an agreement.

Signed by
Hospire Holdings (S.A.) Pty Ltd
hy a daty appointed arromey in the presence

Elizabeth Muellen-

Signature of autorney (Mayo no notice of revocation of the power of accency under which I sign this ducument)

والما وراوي لرابين الروافيلا يبدر يعمرها فالخراو فوقيلا فيطاع فالأراد

Elizabeth Aluellemann

Name of autoney please print

AND THE PARTY OF MANAGE

Sinte fluchada Açresment Especifion Squetterpart

15 TO ...

K/s

Signed by
CBto Limited
by a director and sacrotally/director:

Signature of director

Name of director (please print)

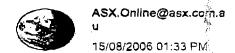
Name of secretary/director (please print)

Signature of secretary/discour

TTSOUR NAVEL DESTRUCTOR

Share Purchase Agréement Execution Countrepart

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To: tfenton@bresagen.com.au, bryan.dulhunty@cosa.biz

cc;

Subject: BGN - ASX Online e-Lodgement - Confirmation of Release

ASX confirms the release to the market of Doc ID: 361546 as follows: Release Time: 15-Aug-2006 14:03:31
ASX Code: BGN
File Name: 361546.pdf
Your Announcement Title: Initial Substantial Shareholder Notice

361546.pdf